

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF IOWA

IN RE:  OELWEIN COMMUNITY HEATHCARE FOUNDATION d/b/a HEALTHFIRST MEDICAL PARK and HEALTHFIRST MEDICAL,  Debtor.	Chapter 11  Case No. 19-01726  CORPORATE RESOLUTION REGARDING FILING BANKRUPTCY
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COMES NOW Oelwein Community Healthcare Foundation d/b/a Healthfirst Medical Park and Healthfirst Medical ("Debtor"), by and through its undersigned counsel, and hereby files its Corporate Resolution authorizing filing the Chapter 11 Bankruptcy. Said Resolution is attached hereto as Exhibit "A".

Dated this 10<sup>th</sup> day of December 2019.

Respectfully submitted,

DAY RETTIG MARTIN, P.C.

/s/ Ronald C. Martin  
Ronald C. Martin AT0005050  
PO Box 2877  
Cedar Rapids, Iowa 52406-2877  
Telephone: (319) 365-0437  
FAX: (319) 365-5866  
E-mail: [ronm@drpjlaw.com](mailto:ronm@drpjlaw.com)  
ATTORNEYS FOR DEBTOR

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 10<sup>th</sup> day of December 2019, a copy of the foregoing document was filed with the Clerk of Court for the United States Bankruptcy Court for the Northern District of Iowa using the CM/ECF system and served electronically on those participants that receive service through the CM/ECF System. The undersigned further certifies the foregoing document was sent to persons or representatives via electronic mail or U.S. Mail postage pre-paid as set forth below.

Signed: s/ Susan M. Daves

**OELWEIN COMMUNITY HEALTHCARE FOUNDATION  
MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS**

A Special Meeting of the Board of Directors of Oelwein Community Healthcare Foundation was held in the basement of First Baptist Church, 31 – 1<sup>st</sup> Avenue N.E., Oelwein, IA on the 14th day of November 2019. Notice of the meeting was provided via e-mail to all Directors. The Special Meeting was called to order by President W. Wayne Saur at 5:05 p.m. Present at the meeting were:

W. Wayne Saur, President  
Jeff Gearhart, Vice President  
Marty Stasi, Treasurer  
Jean Baldwin, Secretary  
Marilyn Rubner  
Pat Taylor  
Tom Carrico  
CJ Lensing

Absent were Directors Alanna Levin, Charles Serra and Amy McDonough. The eight Directors who were present constitute a quorum under the Bylaws of the Foundation.

W. Wayne Saur advised the Directors that Oelwein Community Healthcare Foundation ("OCHF") had various financial obligations and debts which it appeared could not be paid as they came due with the current income available through the Lease to Buchanan County Health Center and other sources. Mr. Saur advised the directors of the lawsuit filed by the Donald J. Woods Trust and the lawsuit filed by Boomerang Corp. A discussion followed concerning various options available to the OCHF including filing a Chapter 11 bankruptcy. The members discussed the advantages and disadvantages of seeking Chapter 11 Bankruptcy protection and reorganizing thereunder.

Whereupon the following **Resolutions of the Directors** were properly moved, seconded and adopted:

**A. Resolved, that OCHF is authorized to file a Chapter 11 Bankruptcy Petition in the United States Bankruptcy Court for the Northern District of Iowa, propose a Plan of Reorganization, and take any actions necessary to carry out the reorganization.**

**B. Resolved, that W. Wayne Saur and a second officer are authorized to determine the timing of filing the Chapter 11 Petition.**

**C. Resolved, that W. Wayne Saur and a second officer are authorized to sign all documents on behalf of OCHF to effectuate the filing of the Chapter 11 bankruptcy and any other matters required in the Chapter 11 case.**

**D. Resolved, that OCHF employ the law firm of Day Rettig Martin, P.C., and specifically Attorney Ronald C. Martin and any other shareholder attorney at the hourly rate of \$325.00 per hour, Attorney John Sexton and any other associate attorney at the rate of \$250.00 per hour, and their legal support staff at the rate of \$150.00, plus expenses as its bankruptcy counsel and agree to pay the rates set forth above for any fees incurred, post-bankruptcy filing, which shall be paid as agreed above unless otherwise directed by the Bankruptcy Court.**

**E. Resolved that the Board of Directors waive Notice of Meeting and consent to the same by their appearance and signature.**

Thereafter, the following Resolution was properly moved, seconded and adopted:

Accordingly, the Directors, as of November 14, 2019, hereby unanimously agree to the above resolutions and adopt the same, and direct that the Secretary sign these Minutes and enclose the same in the Corporate Books. There being no further business of the Members, the Special Meeting of the Members was adjourned.

Dated this 14 th day of November 2019.

Jean Baldwin  
By: Jean Baldwin, Secretary

DIRECTORS:

<u>W Wayne Saur</u> W. Wayne Saur, President	<u>Jeff Gearhart</u> Jeff Gearhart, Vice President
<u>Marty Stasi</u> Marty Stasi, Treasurer	<u>Jean Baldwin</u> Jean Baldwin, Secretary
<u>Alanna Levin</u>	<u>Charles Sorro</u>
<u>Marilyn Rubner</u> Marilyn Rubner	<u>Tom Carrico</u> Tom Carrico
<u>CJ Lensing</u> CJ Lensing	<u>Pat Taylor</u> Pat Taylor
<u>Amy McDonough</u>	